

# MISSION STATEMENT:

Legal Governance & Compliance

March 22, 2018



**BARRICK**

# I BACKGROUND

The Legal Governance and Compliance group (“LGC”) at Barrick Gold Corporation is an independent global functional unit, with oversight of Barrick’s transnational regulatory and compliance programs, global investigations and security. The LGC forms part of Barrick’s global governance framework, working in close collaboration with the Office of General Counsel and country level legal personnel. The LGC is a centralized group, with head office resources placed throughout Barrick’s global operations. The LGC’s ultimate mission is to lead by example, and drive a culture of integrity throughout the company.

At their essence, each LGC team component shares one thing in common: we keep the company, its executives, its directors and our workforce out of harm’s way. Each component does that with one shared approach: a team philosophy based on certain core values and key beliefs that define how the team functions, who we invite to join the team, and how team members work together and individually.

There are two principles on which the LGC team’s culture, beliefs and values are based. First, we are one team. We rise and fall together. We help each other. We trust each other. We are candid with each other. Second, we operate according to our core values and key beliefs. They guide our work. They are what we reward. They are what we care most about on the team.



# II CORE VALUES

*Six core values will define the LGC team and culture. They are below and are consistent with and expand upon Barrick's Vision and Values.*

## FEARLESS

- We do not tailor our advice or approach based on what will be popular, or who is asking for it.
- We do not waver from our responsibilities or our values in the face of pressure.
- We embrace the courage it takes to be open minded.
- We are willing to take smart risks, make tough decisions in the time we have to make it, and be open to the possibility of failure.

## TRUSTED

- Trust is earned. Earning trust takes work. Trust is easily lost, and hard to regain.
- Trust is earned when we conduct ourselves with high ethical and personal values, in each and every interaction
- Trust is earned when we are non-political, and act with candor, authenticity, and integrity at all times.
- Trust is earned when we perform consistently excellent work.
- Trust is mutual. We are partners with the business, with each other, and with the countries and communities where we work.
- We seek to drive trust and integrity throughout the team and the company.

## AMBITIOUS

- We are ambitious with our goals and are never satisfied with our successes. When we succeed, we set the goalposts higher.
- We demand the highest degree of ethical behavior from ourselves.
- We lead by example, guard against the perception of conflicts, and work hard to avoid having our integrity reasonably questioned.
- We insist on excellence in all aspects of our work, all the time. If our name is on it, we own it.

## TRANSPARENT

- The currency of trust is transparency.
- We are open with our decisions, and with our decision-making process.
- We share information with each other without exception, whether it is helpful or harmful to us.
- We provide candid advice and information, as an unwavering rule.

## INNOVATIVE

- We seek, find, and put pieces together. We are relentlessly curious and continually try to develop as individuals and as a team.
- While we benchmark to identify best practices and remain current on developments, we prize creativity. Solving difficult situations requires thinking about issues and problems in a different way.
- We look for solutions. We only say "no" when we truly cannot say "yes."
- We take approaches that others have not tried.
- We seek alternative perspectives, and find connections that others miss.
- We are nimble, and stay nimble by minimizing complexity and processes and constantly looking for ways to simplify.

## EMPATHETIC

- We treat each other and our Barrick colleagues according to the Golden Rule (treat others how you want to be treated).
- As a matter of practice, we put ourselves in other people's shoes. Good people make honest mistakes. That includes us. We acknowledge when we make a mistake and accept constructive feedback.
- As much as possible, we try to say things to other members of the team that we would say to their face.

# III KEY BELIEFS

These core values and the approach of the LGC team are guided by certain key beliefs. While most people would like to believe they operate according to our core values, the key beliefs are not shared by everyone, and very good people and skilled employees may not be right for the LGC team. That is important to remember. It's important as we evaluate possible new team members. It's important as we each continue to think about our own careers, including what we want to achieve and the environment that is most likely to fulfill and bring out the best in us. And it's important to recognize that what each of us believes or wants today, we may not believe or want in a year.

Each core belief flows into the other. If we are to operate according to our key beliefs, we will must follow all of them.

### ***We believe in a team approach.***

That means we model ourselves on being a team. We push ourselves to be the best teammates we can be, caring intensely about each other, and giving our best effort to make the team successful. We each try to improve all aspects of our work, every day, to make ourselves and our team stronger. We do not want "brilliant jerks" or "high performing individualists." The cost to teamwork is just too high.

### ***We believe being a team requires collaboration.***

When highly capable people work collaboratively, they inspire each other to be more creative, more productive and, ultimately, more successful as a team than they could be as a collection of individuals. On the LGC team, we want colleagues who are extraordinary at what they do individually, but are highly effective collaborators. As one team, we believe in helping each other, sharing best practices and materials, talking about good and bad experiences, and achieving the best results together as a team.

### ***We believe that collaboration means we are responsible to each other.***

It's easy to write admirable values; it's harder to live them. The LGC team should help each other live its values, and hold each other responsible for being role models. It is a continuous, aspirational process. It is how we will drive culture through the LGC team, and how the LGC team will drive a culture of compliance through the company.

### ***We believe we are responsible to each other when we provide continuous, honest feedback.***

We believe we will learn faster and be better if we can make giving and receiving feedback a continuous part of how we communicate and work with one another, rather than a formal exercise done once or twice per year. Part of how we describe empathy is: "As much as possible, we try to say things to other members of the team that we would say to their face." In many environments, this is viewed negatively, or treated as a warning. On the LGC team, this is a positive attribute – we want people to try to give each other professional, constructive feedback on a continual basis in a trusting and collaborative environment. We want people to ask others, "What could I be doing better?" and themselves, "What feedback have I not yet shared?" Part of the way we build trust is by being selfless in giving feedback to each other even if it is uncomfortable to do so. Feedback helps us to avoid sustained misunderstandings. Feedback is more easily exchanged if there is a strong underlying relationship and trust between people, which we want to build. If someone doesn't like receiving or giving feedback to or from their peers, the LGC team may not be the right fit. Feedback on the LGC team can and must flow in all directions among and between team members without regard to rank and position.

### ***We believe that honest feedback includes identifying mistakes, but keeping them in perspective.***

On the LGC team, making mistakes is ok, and even healthy because we strive to be innovative. When we try new things, face difficult challenges, and stretch ourselves, we will not always get it right. When we make a mistake, we should all be comfortable pointing it out, admitting it, and learning from it. So when something goes wrong, the first questions for each of us should be, "How did I contribute to it, and how can we do it better next time?" By the same token, mistakes need to be kept in perspective. It's too easy to let the mistakes or bad judgement of others define our processes. Just because a few people might abuse our trust does not mean that everyone should not be trusted. Just because someone makes a mistake does not mean everyone should be constrained. We should not be guided by error prevention.



***We believe that part of learning from mistakes is engaged dialogue and healthy dissent.***

Constructive and thoughtful dissent is positive and should be encouraged. We solicit and value different perspectives. The problems we face are often quite difficult, and don't have easy answers. There also may not be one right way to solve a problem, or in some cases where we are looking for the least-worst alternative, any way to solve it. We will reach our best decisions when we can test our ideas and select approaches from a range of viewpoints and experiences. It is always ok to disagree with your supervisor on the LGC team, but it is not ok to hide anything, including your views. If someone doesn't like having their ideas or approach tested, or is not comfortable testing the ideas of others (or struggles to do it in a constructive and empathetic way), the LGC team may not be the right fit.

***We believe that healthy dissent can best be delivered and accepted when guided by humility and not managing up.***

Each of us has to completely accept that, regardless of our reputation, achievements, or recognitions, we are mediocre compared to how great we want to become. Every day, every interaction, is an opportunity to learn something new. To continually learn and improve as individuals and as a team, we must be guided and defined by humility. It is always better to be effective than right, and we are constantly thinking about how we can be most effective, and not defending whether we are right or wrong. We are not seeking credit for success or avoiding responsibility for mistakes. That is as true, if not truer, for managers and supervisors. LGC team members do not manage up. LGC managers and supervisors lead by example, and work to help LGC team members bring out the best in each other and the business. Managing up or encouraging people to manage up (intentionally or unintentionally) is not helping LGC team members bring out the best in each other and the business.

# LGC TEAM

OUR VALUES AND BELIEFS

**ONE  
TEAM**

- TRUSTED • FEARLESS
- INNOVATIVE • TRANSPARENT
- AMBITIOUS • EMPATHETIC

- Team Approach • Collaboration
- Encouraging Dissent • Humility
  - Responsible for Each Other
    - Continuous Feedback
  - Accept Good Faith Mistakes

# IV 2018 GOALS

Working according to these values and beliefs, in 2018 we will seek to reach two primary goals. The first is structuring. We are building our LGC team, our infrastructure, and our approach. By the end of 2018, we should aim to have our structuring work completed. The second is simplifying. We should aim to review our approach and create greater efficiencies, with fewer processes that are easier to understand and easier to follow. While systems and processes are critically important, the crux of the work on the LGC team is based on sound judgement and expert skills. For this year, we will make our processes simpler and easier to follow, with a greater reliance on expertise than process. We also will review and try to simply our processes that have been embedded in the systems of other functional units.

We will continue to define the building blocks for the team throughout the next few months. But we are going to be guided by these values immediately, defining how we work together, how we do our work, how we hold each other accountable, and who we want to work with.

